

RECORDATION NO. 29894 FILED

SEP 20 '11 -1 28 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847 318 7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

September 15, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re Documents for Rail Recordation

Re: Memorandum of Lease

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 12, 2011 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are

Lessor	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018	Lessee	Verso Paper Corp 6775 Lenox Center Ct Suite 400 Memphis, TN 38115
--------	--	--------	--

A description of the railroad equipment covered by the enclosed document is for three (3) flat cars, having FURX marks (see Exhibit A for car numbers)

A short summary of the document to appear in the index follows. **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(VLPX001)

SIP 2011 -1 28 PM

ASSGN NO VEP001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of September, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation and Verso Paper Corp ("Lessee"), a Delaware corporation

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of Sept. 12, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No 1 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of September 1, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR

FIRST UNION RAIL CORPORATION

ATTEST

By [Signature]

Name JOHN J THOMAS

Title PRESIDENT

By [Signature]

Name K A DUBROWSKI

Title DIRECTOR OF DOCUMENTATION

Executed on this 12th day of September 2011

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Janice L. Enolva a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

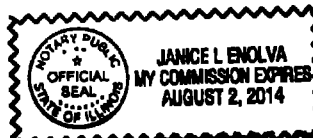
WITNESS my hand and official stamp or seal, this 12th day of September 2011

Janice L. Enolva
Notary Public

My Commission Expires

8-2-2014

(Notary Public)



LESSEE:

VERSO PAPER CORP

ATTEST

By [Signature]

Name Dillon - Sonny

By Beverly Gates

Title Glen Sanders

Name Beverly Gates

Title Assistant General Counsel Executed on this 6th day of September, 2011

[CORPORATE SEAL]

STATE OF Tennessee

COUNTY OF Shelby

I Suzanne Dangerfield, a Notary Public of the County and State aforesaid, certify that Glen Sanders personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 6th day of September, 2011

Commission Expires
MY COMMISSION EXPIRES:
April 4, 2012

(Notary Public)



Suzanne Dangerfield
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS	Three (3)
DESCRIPTION OF CARS	Bulkhead Flat Cars
CAR NUMBERS	FURX 050014-050016